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March 6, 1992

Sidney L. Strickland, Jr., Secretary  
Interstate Commerce Commission  
Room 2215  
12th Street and Constitution Avenue, N.W.  
Washington, DC 20423

RECORDED NO. 5828-E FILED 145

MAR 10 1992 -3 50 PM

INTERSTATE COMMERCE COMMISSION

Attention: Recordation Unit  
Ms. Mildred Lee

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are one counterpart and three copies of a secondary document, not previously recorded, entitled Release and Satisfaction and Bill of Sale dated as of August 1, 1985.

The parties to the enclosed agreement are:

Wilmington Securities, Inc. (Lessor)  
824 Market Street, Suite 900  
Wilmington, DE 19801

The Baltimore and Ohio Railroad Company (Lessee)  
100 North Charles Street  
Baltimore, MD 21201

The enclosed document, among other things, releases and sells to Lessee all equipment under that certain Lease of Railroad Equipment dated as of August 1, 1970 between Lessor's predecessor, The First Pennsylvania Banking and Trust Company, and Lessee which was recorded with the Interstate Commerce Commission on August 1, 1970 under Recordation No. 5828B.

The units of equipment covered by the enclosed document are all units identified in the Lease. A short summary of the document to appear in the ICC Index is as follows:

"Full and Complete Release"

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Sidney L. Strickland, Secretary  
March 6, 1992

Enclosed is a check in the amount of \$16.00 in payment of the filing fee.

Once the filing has been made, please return to the undersigned a stamped copy of the instrument not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, appearing to read "S. L. Strickland", written in dark ink.

RFH/kpl

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

3/10/92

OFFICE OF THE SECRETARY

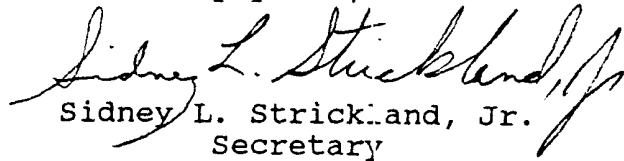
CSX Transportation

Robert F. Hochwarth  
Senior Counsel  
100 North Charles Street  
Baltimore, MD. 21201

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/10/92 at 3:55PM , and assigned recordation number(s). 5828-E and 5828-F.

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RELEASE AND SATISFACTION AND BILL OF SALE

RELEASE AND SATISFACTION AND BILL OF SALE dated as of August 1, 1985, from Wilmington Securities, ("Lessor") to The Baltimore and Ohio Railroad Company ("Purchaser").

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INTERSTATE COMMERCE COMMISSION

WHEREAS, The First Pennsylvania Banking and Trust Company ("Bank") and Purchaser heretofore entered into a Lease of Railroad Equipment dated as of August 1, 1970 ("Lease"), under which the Bank leased to the Purchaser forty (40) locomotives ("Locomotives") as more fully described in Exhibit I hereto; and

WHEREAS, on September 30, 1979, the Bank sold and assigned to CRF Investments, Inc. (CRF), all of the Bank's right, title and interest in the Lease and the Locomotives; and

WHEREAS, on March 14, 1980, CRF dividended all of CRF's right, title and interest in the Lease and the Locomotives to CRF's parent corporation, Wilmington Investments, Inc. (WII); and

WHEREAS, on March 14, 1980, WII dividended all of WII's right, title and interest in the Lease and the Locomotives to WII's parent corporation, the herein Lessor; and

WHEREAS, Purchaser desires to purchase and Lessor desires to sell the Locomotives pursuant to Section 13 of the Lease.

NOW THEREFORE, in consideration of the sum of Four Million Dollars (\$4,000,000) paid by the Purchaser to the Lessor and other valuable consideration;

Lessor does hereby declare the Lease to be satisfied and cancelled, and does consent that the same be discharged of record, and Lessor further does hereby sell, assign, convey, transfer, set over, release and quit-claim, without warranty except as hereinafter provided, unto the Purchaser, its successors and assigns, all of its right, title and interest in and to the Locomotives.

Lessor hereby warrants that at the date of this Release and Satisfaction and Bill of Sale title to the Locomotives is free and clear of all claims, liens, security interests and other encumbrances by or in favor of any person claiming by, through or under the Lessor.

IN WITNESS WHEREOF, Wilmington Securities, Inc. has caused these presents to be executed in its name by its Vice President thereunto duly authorized and its corporate seal to be hereunto affixed as of the 1st day of August, 1985.

ATTEST:

WILMINGTON SECURITIES, INC.

Shirley A. Balle  
(Corporate Seal)

By: Barlene Clarke  
Vice-President

STATE OF     DELAWARE     )  
                                  )  
COUNTY OF   NEW CASTLE   )

On this 19<sup>TH</sup> day of JUNE, 1985, before me personally appeared DARLENE CLARKE, to me personally known who, being by me duly sworn, says that he is VICE PRESIDENT of Wilmington Securities, Inc., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joan E. Balchner  
Notary Public  
My Commission Expires: 10/1/86

EXHIBIT I

Equipment  
Twenty five (25) 3000 H.P.  
Model GP-40 Locomotives

Purchaser's Road  
Numbers (inclusive)

3740-3764

Fifteen (15) 2000 H.P.  
Model GP-38 Locomotives

4805-4819